

01004910021

The David J. Joseph Company

January 9, 1995

Ms. Mildred Lee
Interstate Commerce Commission
12th & Constitution Ave., NW
Room 2303
Washington, DC 20423

• 19177
RECORDATION NO. _____ FILED 1425

JAN 17 1995 -9 25 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of December 13, 1994 between the following parties:

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Lessee: Peoria and Pekin Union Railway Company
101 Wesley Road
Creve Coeur, IL 61610

Please see Exhibit A, attached hereto, for the equipment involved in this transaction.

Please file this agreement as a primary document. The amount of \$21.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones
Documentation Assistant

Enclosures

Railroad Equipment Leasing
and Marketing Division

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4397

Mail Address:
P.O. Box 1078
Cincinnati, OH 45201-1078

CERTIFICATE

The undersigned, Kathy Shaner, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Kathy A. Shaner 1-13-95
Notary Public

KATHY A. SHANER

Notary Public, State of Ohio

My Comm. Exp. Expires June 7, 1997



Interstate Commerce Commission
Washington, D.C. 20423-0001

1/17/95

Office Of The Secretary

Julia R. Jones
Documentation Assistant
The David J. Joseph Company
P. O. Box 1078
Cincinnati, OH 45201-1078

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of
the Interstate Commerce Act, 49 U.S.C. 11303, on 1/17/95 at 9:25AM, and
assigned recordation number(s). 19177.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100491002)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

RECORDATION NO. 19177 FILED 1425

JAN 17 1995 -9 25 AM

INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT** ("Memorandum of Lease") entered into this 13th day of December, 1994, is intended to evidence the Railroad Equipment Lease Agreement dated as of December 13, 1994 (the "Lease"), between THE DAVID J. JOSEPH COMPANY, a Delaware corporation (the "Lessor") and PEORIA AND PEKIN UNION RAILWAY COMPANY, an Illinois corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the forty-two (42) railcars more fully described in Exhibit A attached hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR:

THE DAVID J. JOSEPH COMPANY

By: 

Name: James H. Goetz

Title: Division Vice President

Date: December 13, 1994

LESSEE:

PEORIA AND PEKIN UNION RAILWAY CO.

By: 

Name: C. E. Hellums

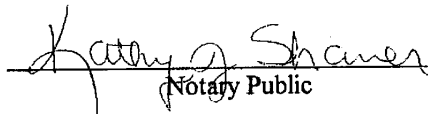
Title: President

Date: December 19, 1994

STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

The foregoing instrument was acknowledged before me this 13th day of December, 1994, by James H. Goetz, the Division Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

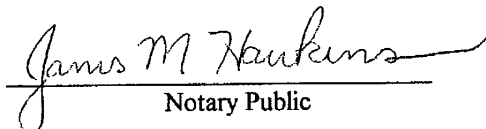

Notary Public

KATHY J. SHANER
Notary Public, State of Ohio
My Commission Expires June 7, 1997

STATE OF ILLINOIS)
)
COUNTY OF TAZEWELL)

SS:

The foregoing instrument was acknowledged before me this 19th day of December, 1994, by C. E. Hellums, the President of Peoria and Pekin Union Railway Company, an Illinois corporation, on behalf of the corporation.


Notary Public

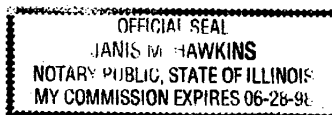


EXHIBIT A

To the Memorandum of Lease dated December 13, 1994, between The David J. Joseph Company and Peoria and Pekin Union Railway Company.

DESCRIPTION OF UNITS

Forty-two (42) railcars bearing reporting marks as follows:

PPU 18025	PPU 18241	PPU 118158
PPU 18066	PPU 18247	PPU 118252
PPU 18081	PPU 18253	PPU 118256
PPU 18085	PPU 18301	PPU 118268
PPU 18098	PPU 18307	PPU 118292
PPU 18109	PPU 18313	PPU 118295
PPU 18110	PPU 18347	PPU 118325
PPU 18125	PPU 18399	PPU 118338
PPU 18159	PPU 18494	PPU 118354
PPU 18174	PPU 118022	PPU 118387
PPU 18182	PPU 118075	PPU 118401
PPU 18206	PPU 118084	PPU 118441
PPU 18226	PPU 118103	PPU 118493
PPU 18239	PPU 118138	PPU 118498